



The David J. Joseph Company

February 14, 2005

RECORDATION NO. 25436-A FILED

FEB 15 '05

4-31 PM

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-0006

SURFACE TRANSPORTATION BOARD



Dear Mr. Williams:

Please find enclosed, two (2) originals of the Memorandum of Assignment and Assumption Agreement dated January 31, 2005 between the following two parties:

Assignee: Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see Schedule 1 attached hereto for the equipment involved in this transaction.

This filing is to appear in index as follows: Memorandum of Assignment and Assumption Agreement dated January 31, 2005 related to one hundred twenty-one (121) railcars bearing reporting marks: MVRV 7299 and MVRV 79000-79240, sporadic.

Please file this agreement as a secondary document under Recordation 25436-A as it relates to documents previously filed with the Surface Transportation Board under Recordation Number 25436. The filing fee in the amount of \$32.00 is included in the enclosed check No. 568218. Please return a stamped original to my attention.

Should you have any questions or need further information, please do not hesitate to contact me at (513) 419-6062.

Sincerely,

Julie M. Woodard
Documentation Coordinator

Enclosures

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**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT SURFACE TRANSPORTATION BOARD**

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of January 31, 2005 by and between **THE DAVID J. JOSEPH COMPANY**, a Delaware Corporation ("Assignor") and **FIFTH THIRD BANK**, a corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated January 4, 2005, as subsequently amended by agreement dated January 28, 2005, between Assignor, as Lessor, and Ohio Central Railroad, Inc., for one hundred twenty-one (121) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of the Closing Date specified in Purchase and Sale Agreement by and between Assignor and Assignee dated as of January 31, 2005.

THE DAVID J. JOSEPH COMPANY

By: _____

Name: James H. Goetz

Title: Executive Vice President & CFO

FIFTH THIRD BANK

By: _____

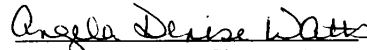
Name: _____

Title: _____

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 31st day of January, 2005, before me the subscriber, Angela Denise Watts, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named James H. Goetz, to me personally known, who stated and acknowledged that he is the Executive Vice President & CFO of The David J. Joseph Company, a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of January, 2005.


(Notary Signature)

My commission expires:

ANGELA DENISE WATTS
Attorney at Law
Notary Public, State of Ohio
My Commission Has No Expiration
Date Section 147.03 O.R.C

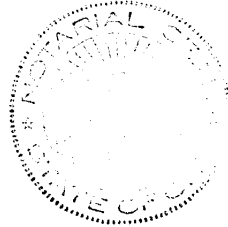
STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 31st day of January, 2005, before me the subscriber, Elaine Ellis, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Michael Burnham, to me personally known, who stated and acknowledged that he/she is the Vice President of Fifth Third Bank, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 31st day of January, 2005.

Elaine Ellis
(Notary Signature)

My commission expires:
ELAINE ELLIS
Notary Public, State of Ohio
My Commission Expires Sept. 14, 2007



**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS

One hundred twenty-one (121), railcars bearing reporting mark MVRV with reporting numbers as follows:

7299
79000-79001, inclusive
79004
79006-79007, inclusive
79011-79014, inclusive
79016
79019
79021-79022, inclusive
79024
79028
79031-79032, inclusive
79034
79037-79038, inclusive
79041-79042, inclusive
79047
79049
79051-79055, inclusive
79058
79062-79066, inclusive
79068-79069, inclusive
79072
79075-79076, inclusive
79080
79082
79085-79086, inclusive
79091
79093
79095
79097
79100-79101, inclusive
79107-79109, inclusive
79112
79115
79118-79120, inclusive
79122
79127
79130-79131, inclusive
79133
79136-79137, inclusive
79140-79141, inclusive
79143
79148

79153-79157, inclusive
79159
79161-79162, inclusive
79170-79174, inclusive
79176
79181
79186-79187, inclusive
79190
79192
79194-79196, inclusive
79199
79201
79203
79206
79208-79210, inclusive
79214-79215, inclusive
79217-79219, inclusive
79221-79222, inclusive
79224-79228, inclusive
79230-79238, inclusive
79240

LEASE: Dated January 4, 2005 between The David J. Joseph Company and Ohio Central Railroad, Inc. as subsequently amended by agreement dated January 28, 2005.